

RECORDATION NO. 20280-9 FILED

APR 16 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 16, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of July 14, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATX Trust 1996-2) previously filed with the Board under Recordation Number 20280.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee. US Bank National Association (successor to
Street Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

Owner Trustee. Wilmington Trust Company, not in its individual
capacity but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Section Chief
April 16, 2010
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A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GCCX 81012 and PFMX 1206.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

✓ Robert W. Alvord

RWA/sem
Enclosures

APR 16 '10 -9 00 AM


BILL OF SALE AND PARTIAL RELEASESURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GCCX 081012 and PFMX 001206 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: July 14, 2009

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Jacqueline Solone
Financial Services Officer

U.S. Bank National Association, successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Indenture Trustee

By: 
Title: Vice President

State of Delaware)
) SS
County of New Castle)

On this 14 day of April, 2009¹⁹, before me personally appeared Jacqueline Solone to me personally known, who being by me duly sworn, say that he/she is Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Notary Public Vernessa E. Robinson

[Notarial Seal]

My commission expires: Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2010



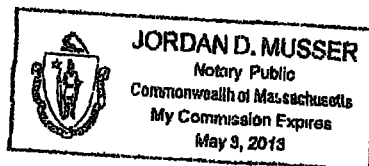
State of Massachusetts)
) SS
County of Suffolk)

On this 1 day of August, 2009, before me personally appeared Alison D. B. Nadeau to me personally known, who being by me duly sworn, say that he/she is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

[Notarial Seal]

My commission expires:




CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

4/16/10



Robert W Alvord